

CERTIFICATE OF INCORPORATION
OF
FAIRMORCO CORPORATION

We, the undersigned, for the purpose of associating to establish a corporation for the transaction of the business and the promotion and conduct of the objects and purposes hereinafter stated, under the provisions and subject to the requirements of the laws of the State of Delaware (particularly Chapter 1 of Title 8 of the Delaware Code of 1953, and the acts amendatory thereof and supplemental thereto, and known as the "General Corporation Law of the State of Delaware"), do make and file this certificate of incorporation in writing, and do hereby certify as follows, to wit:

FIRST: The name of the corporation (hereinafter called the Corporation) is

FAIRMORCO CORPORATION

SECOND: The respective names of the County and of the City within the County in which the principal office of the Corporation is to be located in the State of Delaware are the County of New Castle and the City of Wilmington.

The name of the resident agent of the Corporation is The Corporation Trust Company. The street and number of said principal office and the address by street and number of said resident agent are No. 100 West Tenth Street, in the City of Wilmington, State of Delaware.

THIRD: The nature of the business of the Corporation and the objects or purposes to be transacted, promoted or carried on by it are as follows:

(1) To manufacture, buy, sell or deal in, all kinds of engines, pumps, weighing equipment, electrical equipment, compressors, locomotive equipment, and all other appliances, accessories, equipment, appurtenances, goods, and devices capable of being employed in connection with any of the foregoing and to set up and install machinery and to contract for such work and to carry on in general the contracting business in chemical, structural, electrical, marine, hydraulic and mechanical fields, and to do any and all things incidental thereto and necessary or proper to be done in connection with the matters and things aforesaid or any of them.

(2) To make, manufacture, produce, process, purchase or otherwise acquire, and to sell, use, import, export or otherwise trade or deal in and with, machines, machinery, appliances, apparatus, goods, wares, products and merchandise of every kind, nature and description; and to engage or participate in any manufacturing, mercantile or trading business of any kind or character whatsoever.

(3) To purchase, lease, construct or otherwise acquire, and to hold, own, use, maintain, lease, manage and operate, stores, shops, warehouses, plants, buildings, mills, factories, roads, docks, piers, wharves, boats, rolling stock and other structures, establishments and facilities of every kind, nature or description used or useful in the conduct of the business of the Corporation.

(4) To purchase, lease or otherwise acquire, to own, hold, use, develop, maintain and operate, and to sell, transfer, lease, assign, convey, exchange or otherwise turn to account or dispose of, and generally to deal in and with, personal and real property, tangible or intangible, of every kind and description, wheresoever situated, and any and all rights, concessions, interests and privileges therein.

(5) To adopt, apply for, obtain, register, purchase, lease or otherwise acquire, to maintain, protect, hold, use, own, exercise, develop, manufacture or sell under, operate or introduce, and to sell or grant licenses or other rights in respect of, assign, or otherwise dispose of, turn to account, or in any manner deal with and contract with reference to, any trade marks, trade names, patents, patent rights, concessions, franchises, designs, copyrights and distinctive marks and rights analogous thereto, and inventions, devices, improvements, processes, recipes, formulae and the like, including such thereof as may be covered by, used in connection with, or secured or received under, Letters Patent of the United States of America or elsewhere or otherwise, and any licenses and rights in respect thereof, in connection therewith or appertaining thereto.

(6) To purchase or otherwise acquire, and to hold, pledge, sell, exchange or otherwise dispose of, securities (which term, for the purpose of this Article THIRD, includes, without limitation of the generality thereof, any shares of stock, bonds, debentures, notes, mortgages or other obligations, and any certificates, receipts or other instruments representing rights to receive, purchase or subscribe for the same, or representing any other rights or interests therein or in any property or assets) created or issued by any person, firm, association, corporation or government or subdivision, agency or instrumentality thereof; to make payment therefor in any lawful manner; and to exercise, as owner or holder of any securities, any and all rights, powers and privileges in respect thereof.

(7) To make, enter into, perform and carry out contracts of every kind and description with any per-

4

son, firm, association, corporation or government or subdivision, agency or instrumentality thereof; and to endorse or guarantee the payment of principal of, interest or dividends upon, and to guarantee the performance of sinking fund or other obligations of, any securities, and to guarantee in any way permitted by law the performance of any of the contracts or other undertakings in which the Corporation may otherwise be or become interested, of any one or more persons, firms, associations, corporations, governments or subdivisions, agencies or instrumentalities thereof.

(8) To acquire, by purchase, exchange or otherwise, all, or any part of, or any interest in, the properties, assets, business and good will of any one or more persons, firms, associations or corporations heretofore or hereafter engaged in any business for which a corporation may now or hereafter be organized under the laws of the State of Delaware; to pay for the same in cash, property or its own or other securities; to hold, operate, lease, reorganize, liquidate, sell or in any manner dispose of the whole or any part thereof; and, in connection therewith, to assume or guarantee performance of any liabilities, obligations or contracts of such persons, firms, associations or corporations, and to conduct the whole or any part of any business thus acquired.

(9) To lend its uninvested funds from time to time to such extent, to such persons, firms, associations, corporations, governments or subdivisions, agencies or instrumentalities thereof, and on such terms and on such security, if any, as the Board of Directors of the Corporation may determine.

(10) To borrow money from time to time, and without limit as to amount; from time to time to issue and sell its own securities in such amounts, on such terms and conditions; for such purposes and for such prices, now or hereafter permitted by the laws of the State of Delaware and by this certificate of incorporation, as the Board of Directors of the Corporation may determine; and to secure such securities by mortgage upon, or the pledge of, or the conveyance or assignment in trust of, the whole or any part of the properties, assets, business and good will of the Corporation, then owned or thereafter acquired.

4

(11) To purchase, hold, cancel, reissue, sell, exchange, transfer or otherwise deal in its own securities from time to time to such an extent and in such manner and upon such terms as the Board of Directors of the Corporation shall determine; provided that the Corporation shall not use its funds or property for the purchase of its own shares of capital stock when such use would cause any impairment of its capital, except to the extent permitted by law; and provided further that shares of its own capital stock belonging to the Corporation shall not be voted upon directly or indirectly.

(12) To promote, organize, manage, aid or assist, financially or otherwise, persons, firms, associations or corporations engaged in any business whatsoever, to such extent as a corporation organized under the General Corporation Law of the State of Delaware may now or hereafter lawfully do; and, to a like extent, to assume, guarantee or underwrite their securities as to principal, interest, dividends or sinking fund obligations in respect thereof or all or any thereof, or the performance of all or any of their other obligations.

(13) To organize or to cause to be organized under the laws of the State of Delaware, or of any other State of the United States of America, or of the District of Columbia, or of any territory, dependency, colony or possession of the United States of America, or of any foreign country, a corporation or corporations for the purpose of transacting, promoting or carrying on any or all of the objects or purposes for which the Corporation is organized, and to dissolve, wind up, liquidate, merge or consolidate any such corporation or corporations or to cause the same to be dissolved, wound up, liquidated, merged or consolidated.

(14) To conduct its business in any and all of its branches and maintain offices both within and without the State of Delaware, in any and all States of the United States of America, in the District of Columbia, in any and all territories, dependencies, colonies or possessions of the United States of America, and in foreign countries.

(15) To such extent as a corporation organized under the General Corporation Law of the State of Delaware may now or hereafter lawfully do, to do, either as principal or agent and either alone or through subsidiaries or in connection with other persons, firms, associations or corporations, all and everything necessary, suitable, convenient or proper for, or in connection with, or incident to, the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated, or designed directly or indirectly to promote the interests of the Corporation or to enhance the value of its properties; and in general to do any and all things and exercise any and all powers, rights and privileges which a corporation may now or hereafter be organized to do or to exercise under the General Corporation Law of the State of Delaware or under any act amendatory thereof, supplemental thereto or substituted therefor.

The foregoing provisions of this Article THIRD shall be construed both as purposes and powers and each as an independent purpose and power. The foregoing enumeration of specific purposes and powers shall not be held to limit or restrict in any manner the purposes and powers of the Corporation, and the purposes and powers herein specified shall, except when otherwise provided in this Article THIRD, be in no wise limited or restricted by reference to, or inference from, the terms of any provision of this or any other Article of this certificate of incorporation; provided that nothing herein contained shall be construed as authorizing the Corporation to issue bills, notes or other evidences of debt for circulation as money, or to carry on the business

of receiving deposits of money or the business of buying gold or silver bullion or foreign coins or as authorizing the Corporation to engage in the business of banking or insurance or to carry on the business of constructing, maintaining or operating public utilities in the State of Delaware; and provided, further, that the Corporation shall not carry on any business or exercise any power in any state, territory or country which under the laws thereof the Corporation may not lawfully carry on or exercise.

FOURTH: The total number of shares of stock which the Corporation shall have authority to issue is Ten thousand (10,000), and the par value of each of such shares shall be One Dollar (\$1). All such shares shall be of one class and shall be designated Common Stock.

No holder of shares of the Corporation shall, as such holder, have any right to purchase or subscribe for any part of the unissued shares of the Corporation of any class, now or hereafter authorized, or of any bonds, debentures, obligations or instruments which the Corporation may issue or sell that shall be convertible into or exchangeable for or entitle the holders thereof to subscribe for or purchase any shares of the Corporation of any class, now or hereafter authorized, other than such right, if any, as the Board of Directors in its discretion may determine.

The minimum amount of capital with which the Corporation will commence business is One thousand Dollars (\$1,000).

FIFTH: The names and places of residence of each of the incorporators are as follows:

<u>Name</u>	<u>Place of Residence</u>
David L. Schwartz	240 East 82nd Street, New York, N. Y. 10028
Donald L. Janis	271 Avenue C, New York, N. Y. 10009
Lawrence B. Ungar	159-00 Riverside Drive West, New York, N. Y. 10032

SIXTH: The Corporation is to have perpetual existence.

SEVENTH: The private property of the stockholders of the Corporation shall not be subject to the payment of corporate debts to any extent whatever.

EIGHTH: For the management of the business and for the conduct of the affairs of the Corporation, and in further definition, limitation and regulation of the powers of the Corporation and of its directors and stockholders, it is further provided:

1. The number of directors of the Corporation shall be such as from time to time shall be fixed in the manner provided in its by-laws, but in no case

shall the number be less than three, except that when all the shares of the Corporation are owned beneficially and of record by either one or two stockholders, the number of directors may be less than three but not less than the number of stockholders. In the case of any increase in the number of directors of the Corporation, any additional directorship created may be filled in the first instance in the same manner as a vacancy in the Board of Directors. The directors need not be stockholders. The election of directors of the Corporation need not be by ballot unless the by-laws so require.

2. A majority of the directors in office shall constitute a quorum for the transaction of business, unless the by-laws shall provide that a different number shall constitute a quorum, which in no case shall be less than one-third of the total number of directors in office nor less than two directors, except that when a board of one director is authorized under the provisions of the General Corporation Law of the State of Delaware, and such board has been appointed, then one director shall constitute a quorum.

3. In furtherance and not in limitation of the powers conferred by the laws of the State of Delaware, the Board of Directors is expressly authorized and empowered:

(a) Without the assent or vote of the stockholders, to make, alter, amend, change, add to, or repeal the by-laws of the Corporation; to set apart out of any of the funds of the Corporation available for dividends a reserve or reserves for any proper purpose and to abolish any such reserve in the manner in which it was created; to authorize and cause to be executed mortgages and liens upon all the property of the Corporation, or any part thereof; to determine the use and disposition of any surplus or net profits over and above the capital stock paid in, and to fix the times for the declaration and payment of dividends.

(b) Without the assent or vote of the stockholders, from time to time to issue shares of any class of capital stock of the Corporation authorized at such time, and to fix the purchase price for which such shares may be issued; provided, however, that the price to be received for shares of capital stock of the Corporation having a par value shall not be less than the par value thereof.

(c) Without the assent or vote of the stockholders, subject to the provisions of this certificate of incorporation, to authorize the issue and sale, pledge, or exchange, from time to time, of bonds, debentures, notes and other obligations or evidences of indebtedness of the Corporation, to include therein such provisions as to redeemability, convertibility into shares of stock of the Corporation or otherwise, as the Board of Directors, in its sole discretion, may determine, and to authorize the creation of mortgages upon, or pledges of, or conveyances or assignments in trust of, any part of or all the properties, including the contract rights, assets, business or good will of the Corporation, whether then owned or thereafter acquired, as security for the payment of such bonds, debentures, notes and other obligations or evidences of indebtedness, and of interest thereon.

(d) By a resolution or resolutions passed by a majority of the whole Board, to designate one or more committees, each committee to consist of two or more directors of the Corporation, which, to the extent provided in said resolution or resolutions or in the by-laws of the Corporation, shall have and may exercise the powers of the Board of Directors in the management of the business and affairs of the Corporation, and

shall have the power to authorize the seal of the Corporation to be affixed to all papers which may require it. Such committee or committees shall have such name or names as may be stated in the by-laws of the Corporation, or as may be determined from time to time by resolution adopted by the Board of Directors.

(e) Pursuant to an affirmative vote of the holders of at least a majority of the stock issued and outstanding having voting power given at a stockholders' meeting, duly called for that purpose, or when authorized by the written consent of the holders of at least a majority of the voting stock issued and outstanding, the Board of Directors shall have power and authority at any meeting to sell, lease or exchange all of the property and assets of the Corporation including its good will and its corporate franchise upon such terms and conditions as its Board of Directors deem expedient and for the best interests of the Corporation.

(f) If the by-laws so provide, to hold their meetings, and to have one or more offices of the Corporation within or without the State of Delaware, and to keep the books of the Corporation (subject to the provisions of the statutes of Delaware) outside of the State of Delaware at such places as may from time to time be designated by the Board of Directors.

(g) Subject to any applicable provisions of the by-laws, to determine, from time to time, whether and to what extent and at what times and places and under what conditions and regulations the accounts and books and documents of the Corporation, or any of them, shall be open to the inspection of the stockholders, and no stockholder shall have any right to inspect any account or book or document of the Corporation, except as conferred by the laws of the State of Delaware, unless and until authorized so to do by resolution of the Board of Directors or of the stockholders of the Corporation.

(h) In addition to the powers and authorities hereinabove or by statute expressly conferred upon them, the directors are hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the Corporation; subject,

nevertheless, to the provisions of the statutes of Delaware, of this certificate of incorporation, and of any by-law from time to time made by the stockholders; provided, however, that any by-law so made shall not invalidate any prior act of the directors which would have been valid if such by-law had not been made.

The Corporation may in its by-laws confer powers upon its directors in addition to the foregoing and in addition to the powers and authorities expressly conferred upon them by statute.

4. Any director or any officer elected or appointed by the stockholders of the Corporation or by its Board of Directors may be removed at any time in such manner as shall be provided in the by-laws of the Corporation.

5. In the absence of fraud, contracts or other transactions between the Corporation and any other corporation, and acts of the Corporation, shall not in any way be invalidated or otherwise affected by the fact that any one or more of the directors of the Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation or have a pecuniary or other interest in such acts. Any director of the Corporation individually, or any firm or association of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the Corporation, pro-

vided that the fact that he individually or such firm or association is such a party or so interested shall be disclosed or shall have been known to the Board of Directors of the Corporation or a majority of the members thereof as shall be present at any meeting of the Board of Directors at which action upon any such contract or transaction shall be taken; and any director of the Corporation who is also a director or officer of such other corporation or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors or of any committee thereof which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation or not so interested. Any director of the Corporation may vote upon any contract or other transaction between the Corporation and any subsidiary or affiliated corporation without regard to the fact that he is also a director of such subsidiary or affiliated corporation.

Any contract, transaction or act of the Corporation, or of the Board of Directors, or of any committee of the Board of Directors, which shall be ratified by a majority of a quorum of the stockholders of the Corpo-

ration entitled to vote at any annual meeting, or at any special meeting called for such purpose, shall, in so far as permitted by law or by this certificate of incorporation, be as valid and as binding as though ratified by every such stockholder; provided, however, that any failure of the stockholders to approve or ratify any such contract, transaction or act, when and if submitted, shall not be deemed in any way to invalidate the same or deprive the Corporation, its directors, officers or employees, of its or their right to proceed with such contract, transaction or act.

6. Subject to any limitation in the by-laws then in effect, the members of the Board of Directors shall be entitled to reasonable fees, salaries or other compensation for their services and to reimbursement for their expenses as such members. Nothing contained herein shall preclude any director from serving the Corporation, or any subsidiary or affiliated corporation, in any other capacity and receiving proper compensation therefor.

7. Whenever a compromise or arrangement is proposed between the Corporation and its creditors or any class of them and/or between the Corporation and its stockholders or any class of them, any court of equitable jurisdiction

within the State of Delaware may, on the application in a summary way of the Corporation or of any creditor or stockholder thereof, or on the application of any receiver or receivers appointed for the Corporation under the provisions of Section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for the Corporation under the provisions of Section 279 of Title 8 of the Delaware Code order a meeting of the creditors or class of creditors and/or of the stockholders or class of stockholders of the Corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of the Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of the Corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of the Corporation, as the case may be, and also on the Corporation.

NINTH: At any meeting of the stockholders, a majority of the outstanding shares entitled to vote represented in person or by proxy shall constitute a quorum; provided that less than such quorum shall have the right successively to adjourn the meeting to a specified date not longer than ninety days after such adjournment, and no notice need be given of such adjournment to shareholders not present at the meeting. Meetings of stockholders may be held outside the State of Delaware, if the by-laws so provide.

TENTH: The Corporation reserves the right from time to time to amend, alter, change, add to or repeal any provision contained in this certificate of incorporation in any manner now or hereafter permitted by law, and all rights and powers at any time conferred upon stockholders, directors and officers of the Corporation by this certificate of incorporation or any amendment thereof are subject to the provisions of this Article TENTH.

IN WITNESS WHEREOF, we, the undersigned, being all of the incorporators hereinabove named, do hereby further certify that the facts hereinabove stated are truly set forth,

16

and accordingly have hereunto set our respective hands and
seals this ~~24th~~ day of April , 1964.

David L. Schwartz [L.S.]
David L. Schwartz

Donald L. Jarvis [L.S.]
Donald L. Jarvis

Lawrence B. Ungar [L.S.]
Lawrence B. Ungar

STATE OF NEW YORK,)
) ss.:
COUNTY OF NEW YORK,)

BE IT REMEMBERED that on the 14th day of April, 1964, personally appeared before me, Pauline Gavrin, a Notary Public in and for the County and State aforesaid, DAVID L. SCHWARTZ, DONALD L. JANIS and LAWRENCE B. UNGAR, all the incorporators who signed the foregoing certificate of incorporation, known to me personally to be such, and I having made known to them and each of them the contents of said certificate of incorporation, they did severally acknowledge the same to be the act and deed of the signers, respectively, and that the facts therein stated are truly set forth.

GIVEN under my hand and seal of office the day and year aforesaid.

Pauline Gavrin
Notary Public

PAULINE GAVRIN
Notary Public, State of New York
No. 24-1387725 - Qual. in Kings County
Certificate filed in New York County
Commission Expires March 30, 1965

